

Case”) and plaintiff in the above-referenced adversary proceeding (the “Adversary Proceeding”), hereby files this *Notice of Attorneys’ Fees and Expenses Calculation and Backup Documentation of Hayward PLLC* (the “Notice”) in support of its *Proposed Form of Judgment*, in accordance with the Court’s directive in its *Report and Recommendation to District Court Regarding Highland Capital Management, L.P.’s Motion for Summary Judgment Against Highland Capital Management Fund Advisors, L.P.* [Docket No. 73] (the “R&R”) entered on October 11, 2022.

1. Attached as **Exhibit 1** is the *Declaration of Zachery Z. Annable in Support of Highland Capital Management, L.P.’s Proposed Form of Judgment* (the “Annable Declaration”) and backup documentation supporting the calculation of attorneys’ fees and expenses of Hayward PLLC.

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Dated: November 2, 2022

PACHULSKI STANG ZIEHL & JONES LLP

Jeffrey N. Pomerantz (CA Bar No. 143717)
John A. Morris (NY Bar No. 2405397)
Gregory V. Demo (NY Bar No. 5371992)
Hayley R. Winograd (NY Bar No. 5612569)
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760
Email: jpomerantz@pszjlaw.com
jmorris@pszjlaw.com
gdemo@pszjlaw.com
hwinograd@pszjlaw.com

-and-

HAYWARD PLLC

/s/ Zachery Z. Annable

Melissa S. Hayward (Texas Bar No. 24044908)
Zachery Z. Annable (Texas Bar No. 24053075)
10501 N. Central Expy, Ste. 106
Dallas, Texas 75231
Telephone: (972) 755-7100
Facsimile: (972) 755-7110
Email: MHayward@HaywardFirm.com
ZAnnable@HaywardFirm.com

Counsel for Highland Capital Management, L.P.

EXHIBIT 1

1. I am a partner in the law firm of Hayward PLLC (the “Firm”), local counsel to Highland Capital Management, L.P. (“Highland” or “Plaintiff”), the reorganized debtor in the above-captioned chapter 11 case (the “Bankruptcy Case”) and the plaintiff in the above-referenced adversary proceeding (the “Adversary Proceeding”). I submit this Declaration in support of *Highland Capital Management, L.P.’s Proposed Form of Judgment* (the “Proposed Judgment”).

2. I have overseen my Firm’s representation of Plaintiff in all aspects of the Adversary Proceeding. This Declaration is based on my personal knowledge and review of the documents described below.

3. On October 11, 2022, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”), rendered its *Report and Recommendation to District Court Regarding Highland Capital Management, L.P.’s Motion for Summary Judgment Against Highland Capital Management Fund Advisors, L.P.* [Docket No. 73] (the “R&R”). In the R&R, the Bankruptcy Court directed Highland to “submit a form of Judgment that calculates proper amounts due pursuant to th[e] Report and Recommendation, including interest accrued to date (and continuing to accrue per diem), as well as costs and attorneys’ fees incurred.” R&R at 50.

4. As set forth below, and in accordance with the Bankruptcy Court’s direction in the R&R, I and others working at my direction have reviewed my Firm’s time and expense entries as they relate to the Adversary Proceeding and calculated the amounts of attorneys’ fees and expenses incurred in connection therewith.

5. In the ordinary course of business, timekeepers (including attorneys and legal assistants) at my Firm record billable time in increments of one-tenth of an hour.

6. Attached as **Exhibit A** are the Firm's time and expense entries for the period November 9, 2021, through October 12, 2022, that reflect the Firm's time and expenses billed to the Adversary Proceeding. Three Firm professionals billed time to the Adversary Proceeding: (i) Melissa S. Hayward, attorney, at the rate of \$450/hour; (ii) Zachery Z. Annable, attorney, at the rate of \$400/hour; and (iii) Melanie Holmes, paralegal, at the rate of \$195/hour.

7. I have reviewed the attached time and expense entries and, based on that review, believe the attached time and expense entries capture and reflect fees and expenses properly charged to the Adversary Proceeding.

8. For the period November 9, 2021, through October 12, 2022, the fees billed by the Firm's timekeepers with respect to Adversary Proceeding total \$13,268.50 (the "Fees"). The hours billed by the Firm's timekeepers with respect to the Adversary Proceeding total 33.2 hours. The average hourly rate for work done by the Firm's professionals with respect to the Adversary Proceeding was \$399.65.

9. For the period November 9, 2021, through October 12, 2022, the expenses incurred by the Firm with respect to Adversary Proceeding total \$350.00 (the "Expenses").

10. The Fees and Expenses for the Firm's work in the Adversary Proceeding total \$13,618.50 (the "Total Fees and Expenses").

11. I declare under penalty of perjury that the forgoing is true and correct.

Dated: November 2, 2022

/s/ Zachery Z. Annable
Zachery Z. Annable

EXHIBIT A

Date	TK	Description	Hrs	Rate	Amount
11/9/2021	ZZA	Review correspondence from H. Winograd regarding issues for handling related to new complaint to be filed against HCMFA (.1); exchange multiple correspondence with H. Winograd regarding issues to be addressed related to forthcoming complaint against HCMFA (.2); revise draft complaint against HCMFA, prepare adversary proceeding cover sheet on same, and correspond with H. Winograd regarding both (.6); exchange correspondence with H. Winograd and L. Canty regarding exhibits to complaint against HCMFA (.2); finalize and file complaint against HCMFA initiating AP 21-3082 (.2); exchange correspondence with J. Morris and H. Winograd regarding filing of complaint and issuance of summons thereon (.2); correspond with J. Morris providing file-stamped copy of complaint as requested (.1).	1.60	\$400	\$640.00
11/9/2021	MSH	Review complaint against HCMFA for note (.10).	0.10	\$450	\$45.00
11/10/2021	ZZA	Review summons and scheduling order and correspondence from M. Edmond regarding issuance of same in AP 21-3082 (.2); correspond with J. Morris regarding issuance of summons and scheduling order in AP 21-3082 (.1); review correspondence from J. Morris regarding service of summons and complaint in AP 21-3082 (.1); correspond with D. Rukavina, counsel for HCMFA, asking for confirmation that he'll accept summons and complaint on behalf of client (.1).	0.50	\$400	\$200.00
11/11/2021	ZZA	Review correspondence from D. Rukavina, counsel for HCMFA, agreeing to accept service of summons and complaint in AP 21-3082 (.1).	0.10	\$400	\$40.00
11/29/2021	ZZA	Prepare summons service executed in AP 21-3082 and correspond with J. Morris regarding same (.4).	0.40	\$400	\$160.00
12/1/2021	ZZA	Exchange correspondence with J. Morris regarding summons service executed in AP 21-3082 (.1); finalize and file summons service executed in AP 21-3082 (.1).	0.20	\$400	\$80.00
12/10/2021	ZZA	Review correspondence from H. Winograd regarding proposed joint scheduling order to be filed in AP 21-3082 (.1); review HCMFA's answer filed in 21-3082 (.2); review and revise joint proposed scheduling order in AP 21-3082 and correspond with H. Winograd regarding revisions (.3); correspond with PSZJ team regarding answer filed in AP 21-3082 (.1); finalize and file stipulation regarding scheduling order in AP 21-3082 (.2); correspond with A. Duarte providing instructions for service of stipulation (.1); submit proposed order approving joint scheduling order and correspond with T. Ellison advising of submission of proposed order in AP 21-3082 (.2).	1.20	\$400	\$480.00

12/10/2021	MSH	Exchange email regarding stipulation and scheduling order in HCMFA litigation (.10).	0.10	\$450	\$45.00
12/15/2021	ZZA	Review correspondence from T. Ellison regarding scheduling order submitted in AP 21-3082 (.1).	0.10	\$400	\$40.00
12/17/2021	ZZA	Review order approving stipulation and scheduling order in AP 21-3082 (.1).	0.10	\$400	\$40.00
1/13/2022	ZZA	Calendar pretrial deadlines in AP 21-3082 and correspond with PSZJ team regarding same (.4).	0.40	\$400	\$160.00
1/18/2022	ZZA	Review motion for issuance of report and recommendation in AP 21-3082 and correspond with PSZJ team regarding same (.4).	0.40	\$400	\$160.00
1/18/2022	MSH	Review motion to withdraw reference in HCMFA action (.10).	0.10	\$450	\$45.00
1/20/2022	ZZA	Review clerk's notice requesting status conference in AP 21-3082 (.1); exchange correspondence with T. Ellison regarding issues related to mislabeled correspondence from clerk in AP 21-3082 (.2).	0.30	\$400	\$120.00
2/24/2022	ZZA	Review clerk's correspondence requesting status conference in AP 21-3082 (.1).	0.10	\$400	\$40.00
3/22/2022	ZZA	Review and revise proposed stipulation regarding amended scheduling order in AP 21-3082 and correspond with H. Winograd regarding issues related to same (.4); review correspondence from J. Morris regarding issues related to amended scheduling order in AP 21-3082 (.1); finalize and file stipulation regarding amended scheduling order, upload proposed order on same, and correspond with T. Ellison regarding same (.4); correspond with A. Duarte providing instructions for service of stipulation (.1).	1.00	\$400	\$400.00
3/28/2022	ZZA	Review court's order approving amended scheduling order in AP 21-3082 (.1); correspond with A. Duarte providing instructions for service of order (.1).	0.20	\$400	\$80.00
4/1/2022	ZZA	Finalize and file notices of subpoena on N. Dondero, J. Dondero, and Dugaboy (.3); correspond with A. Raddatz providing instructions for service of notices (.1); exchange correspondence with H. Winograd and J. Morris regarding notice of 30(b)(6) deposition of HCMFA (.2); finalize and file notice of 30(b)(6) deposition of HCMFA (.2); correspond with A. Raddatz providing instructions for service of notice (.1).	0.90	\$400	\$360.00
4/6/2022	ZZA	Review notices of transmittal regarding withdrawal of reference related to AP 21-3082 and correspond with PSZJ team regarding same (.2).	0.20	\$400	\$80.00

4/7/2022	ZZA	Review court's report and recommendation with respect to withdrawal of reference in AP 21-3082 (.3); review notices of transmission of report and recommendation opening district court case 3:22-cv-789 (.1); correspond with PSZJ team regarding report and recommendation issued in AP 21-3082 and opening of district court case 3:22-cv-789 (.2).	0.60	\$400	\$240.00
4/18/2022	ZZA	Review correspondence from H. Winograd regarding amended notices of subpoena for Dugaboy, James Dondero, and Nancy Dondero, as well as amended deposition notice of HCMFA in AP 21-3082 (.1); review and revise amended subpoenas and notices of subpoena of Dugaboy, James Dondero, and Nancy Dondero, as well as amended deposition notice of HCMFA, and correspond with H. Winograd regarding revisions (.5); exchange additional correspondence with H. Winograd regarding service of amended subpoenas and filing of notice of amended subpoenas (.2); finalize and file amended notice of deposition of HCMFA (.2); correspond with A. Duarte providing instructions for service of deposition notice (.1); finalize and file amended notices of subpoenas to Dugaboy, J. Dondero, and N. Dondero (.3); correspond with A. Duarte providing instructions for service of amended notices of subpoenas (.1).	1.50	\$400	\$600.00
4/20/2022	ZZA	Review district court's order consolidating district court case 3:22-cv-789 with case 3:21-cv-881 (.1).	0.10	\$400	\$40.00
4/26/2022	ZZA	Exchange multiple correspondence with H. Winograd regarding issues related to amended subpoena served on Dugaboy and need for filing of second amended subpoena in AP 21-3082 (.3); prepare second amended subpoena to Dugaboy and notice of same and exchange multiple correspondence with H. Winograd and L. Canty regarding completion and service of same (.7).	1.00	\$400	\$400.00
4/27/2022	ZZA	Finalize and file notice of second amended subpoena to Dugaboy in AP 21-3082 (.2); correspond with A. Duarte of KCC providing instructions for service of notice of subpoena (.1); correspond with H. Winograd regarding filing of second amended notice of subpoena and providing file-stamped copy of same (.1).	0.40	\$400	\$160.00
4/29/2022	ZZA	Review HCMFA's notice of deposition of corporate representative of HCM in AP 21-3082 and correspond with J. Morris regarding same (.3).	0.30	\$400	\$120.00
5/1/2022	ZZA	Exchange correspondence with J. Morris regarding preparation of amended deposition notice for HCMFA in AP 21-3082 (.2); prepare notice of second amended subpoena to J. Dondero and exchange correspondence with J. Morris and H. Winograd regarding same (.3); review	0.60	\$400	\$240.00

		correspondence from L. Canty regarding subpoena for J. Dondero in AP 21-3082 (.1).			
5/2/2022	ZZA	Correspond with J. Morris and H. Winograd regarding issues related to service of second amended subpoena to J. Dondero in AP 21-3082 (.2); finalize and file amended deposition notice of HCMFA (.2); correspond with A. Duarte of KCC providing instructions for service of deposition notice (.1); exchange multiple correspondence with M. Holmes regarding formatting issues with second amended subpoena to J. Dondero (.2); correspond with J. Morris and H. Winograd regarding need for service of second amended subpoena to J. Dondero (.1); review correspondence from J. Morris regarding service of second amended subpoena to J. Dondero (.1); finalize and file notice of second amended subpoena to J. Dondero (.2); correspond with A. Duarte providing instructions for service of notice (.1); correspond with J. Morris providing file-stamped copies of amended depo notice of HCMFA and notice of second amended subpoena to J. Dondero (.1).	1.30	\$400	\$520.00
5/3/2022	ZZA	Review third amended notice of deposition of HCMFA in AP 21-3082 and correspond with J. Morris regarding my review of same (.2); review correspondence from H. Winograd regarding revision to amended notice of deposition (.1); review correspondence from J. Morris regarding revision to and filing of third amended notice of deposition of HCMFA (.1); finalize and file third amended notice of deposition of HCMFA (.2); correspond with A. Duarte providing instruction for service of notice (.1); correspond with J. Morris and H. Winograd regarding filing of notice of deposition of HCMFA and providing file-stamped copy of same (.1).	0.80	\$400	\$320.00
5/24/2022	ZZA	Exchange correspondence with H. Winograd regarding forthcoming motion for summary judgment to be filed in AP 21-3082 (.2); exchange multiple correspondence with A. Duarte of KCC regarding issues related to service of forthcoming motion for summary judgment in AP 21-3082 (.2).	0.40	\$400	\$160.00
5/25/2022	ZZA	Review correspondence from J. Morris regarding draft brief in support of msj in AP 21-3082 (.1); review correspondence and proposed revisions to msj brief received from D. Klos (.3).	0.40	\$400	\$160.00
5/26/2022	ZZA	Multiple correspondence with A. Duarte of KCC and J. Morris regarding issues related to service of forthcoming motion for summary judgment in AP 21-3082 (.2); review proposed revisions to msj brief received from J. Seery (.2); review multiple correspondence from D. Klos and J. Morris	2.50	\$400	\$1,000.00

		regarding substantive issues in msj brief in AP 21-3082 (.2); review and revise brief in support of msj in AP 21-3082 and correspond with J. Morris regarding proposed revisions (1.9).			
5/27/2022	ZZA	Review correspondence from H. Winograd regarding draft motion for summary judgment and proposed order thereon in AP 21-3082 (.1); review and revise draft motion for summary judgment and proposed order thereon and correspond with H. Winograd and J. Morris regarding revisions (.3); review correspondence from H. Winograd regarding further revisions to msj in AP 21-3082 (.1); review multiple correspondence from J. Morris regarding revisions to proposed order on msj in AP 21-3082 (.1); exchange multiple follow-up correspondence with J. Morris and H. Winograd regarding issues related to forthcoming msj (.3); work on finalizing and filing motion for summary judgment, brief in support, Klos declaration in support, and appendix in support in AP 21-3082 (1.0); multiple correspondence with T. Buckingham regarding instructions for service of msj documents in AP 21-3082 (.3); exchange correspondence with H. Winograd regarding filing and service of msj in AP 21-3082 (.1).	2.30	\$400	\$920.00
5/27/2022	MSH	Review MSJ and brief in HCMFA AP (.20).	0.20	\$450	\$90.00
5/31/2022	ZZA	Review correspondence from J. Morris regarding proposed briefing schedule for msj in AP 21-3082 (.1); review multiple correspondence from T. Ellison and J. Morris setting msj in AP 21-3082 for hearing on 7/27 (.1).	0.20	\$400	\$80.00
6/1/2022	ZZA	Exchange correspondence with H. Winograd regarding preparation and filing of notice of hearing of msj in AP 21-3082 (.1); review multiple correspondence from H. Winograd and M. Hayward regarding notice of hearing of msj to be filed (.1); review notice of hearing of msj in AP 21-3082 (.1).	0.30	\$400	\$120.00
6/1/2022	MSH	Exchange email with H. Winograd, G. Demo, and KCC regarding NOHs and service issues, attend to filing same (.40).	0.40	\$450	\$180.00
6/1/2022	MHOL	Finalize and e-file NOH in HCMFA adversary (0.3).	0.30	\$195	\$58.50
6/9/2022	ZZA	Calendar hearing on msj in AP 21-3082 and correspond with PSZJ team regarding same (.1).	0.10	\$400	\$40.00
6/14/2022	ZZA	Review correspondence from J. Morris regarding proposed briefing schedule for msj in AP 21-3082 (.1); review multiple correspondence from T. Ellison and J. Morris	0.20	\$400	\$80.00

		setting msj in AP 21-3082 for hearing on 7/27 (.1).			
7/1/2022	MSH	Review HCMFA response to MSJ in note proceeding (.10).	0.10	\$400	\$45.00
7/4/2022	ZZA	Review HCMFA's response and related documents in opposition to msj in AP 21-3082 and provide file-stamped copies of same to PSZJ team (1.2).	1.20	\$400	\$480.00
7/11/2022	ZZA	Review court's docket sheet and exchange correspondence with T. Ellison regarding scheduled trial docket call in AP 21-3082 and need for attendance at same (.3); exchange multiple correspondence with J. Morris, G. Demo, and H. Winograd regarding need for appearance of counsel and trial docket call in AP 21-3082 and handling of same (.3); attend trial docket call in AP 21-3082 (.5); review and revise proposed order adjourning trial docket call in AP 21-3082 and exchange correspondence with H. Winograd regarding same (.2); finalize and file proposed order adjourning trial docket call (.2); exchange correspondence with T. Ellison regarding filing of proposed order adjourning trial docket call in AP 21-3082 (.1).	1.60	\$400	\$640.00
7/12/2022	ZZA	Review multiple correspondence and background information received from J. Morris related to forthcoming stipulation regarding evidence in AP 21-3082 (.2); review and revise stipulation regarding evidentiary record for msj in AP 21-3082 and correspond with J. Morris regarding revisions and issues related thereto (.6); review correspondence from J. Morris regarding stipulation on record and forthcoming reply in support of msj in AP 21-3082 (.1); correspond with J. Morris regarding preparation of proposed order approving stipulation on record in AP 21-3082 (.1).	1.00	\$400	\$400.00
7/13/2022	ZZA	Prepare draft order approving stipulation regarding record in AP 21-3082 and correspond with J. Morris regarding same (.4).	0.40	\$400	\$160.00
7/14/2022	ZZA	Review correspondence from J. Morris regarding revised form of stipulation and order in AP 21-3082 (.1); review correspondence from M. Aigen approving form of stipulation in AP 21-3082 (.1); exchange correspondence with J. Morris regarding finalization and filing of stipulation (.1); finalize and file stipulation regarding record in AP 21-3082 (.2); correspond with A. Duarte providing instructions for service of stipulation (.1); finalize and file proposed order approving stipulation and correspond with T. Ellison advising of same (.2); correspond with J. Morris regarding filing of stipulation and providing file-stamped	1.00	\$400	\$400.00

		copy of same (.1); review court's order continuing trial docket call in AP 21-3082 (.1).			
7/15/2022	ZZA	Correspond with A. Duarte providing instructions for service of order continuing trial docket call in AP 21-3082 (.1).	0.10	\$400	\$40.00
7/18/2022	ZZA	Review court's order approving stipulation regarding msj record in AP 21-3082 (.1); correspond with A. Duarte providing instructions for service of order (.1).	0.20	\$400	\$80.00
7/20/2022	ZZA	Exchange multiple correspondence with J. Morris and H. Winograd regarding issues related to forthcoming reply brief in support of msj in AP 21-3082 (.4); review and revise reply brief in support of msj in AP 21-3082 and correspond with H. Winograd regarding proposed revisions (.9); finalize and file reply brief and appendix in support of msj in AP 21-3082 (.3); exchange multiple correspondence with A. Duarte providing instructions for service of reply and appendix (.2); correspond with H. Winograd advising of filing of reply and appendix in AP 21-3082 and providing copies of same (.1).	1.90	\$400	\$760.00
7/26/2022	ZZA	Exchange multiple correspondence with J. Morris regarding tomorrow's hearing on msj in AP 21-3082 (.2).	0.20	\$400	\$80.00
7/27/2022	ZZA	Attend hearing on HCM's motion for summary judgment in AP 21-3082 (2.0); review correspondence from J. Morris regarding HCM powerpoint presentation used at hearing on msj in AP 21-3082 (.1); review correspondence from M. Aigen regarding HCMFA's powerpoint presentation used at hearing on msj in AP 21-3082 and review powerpoint slides (.3).	2.40	\$400	\$960.00
9/8/2022	ZZA	Review court's order continuing trial docket call in AP 21-3082 (.1).	0.10	\$400	\$40.00
9/9/2022	ZZA	Calendar new trial docket call date in AP 21-3082 and correspond with PSZJ team regarding same (.1).	0.10	\$400	\$40.00
10/12/2022	ZZA	Review court's report and recommendation regarding HCM's request for summary judgment in AP 21-3082 (1.0).	1.00	\$400	\$400.00
Subtotal			33.20		\$13,268.50
11/9/2021		Adversary Filing Fee			\$350.00
TOTAL			33.20		\$13,618.50